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Attorneys for Defendants
UBER TECHNOLOGIES, INC. and OTTOMOTTO LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

v.

UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,

Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF MARTHA L.
GOODMAN IN SUPPORT OF
DEFENDANTS' ADMINISTRATIVE
MOTION TO FILE UNDER SEAL
MOTION *IN LIMINE* NO. 23 AND
WAYMO'S BRIEF IN OPPOSITION
THERE TO**

Judge: The Honorable William Alsup
Trial Date: October 10, 2017

I, Martha L. Goodman, declare as follows:

1. I am an attorney with the law firm of Boies Schiller Flexner LLP representing Defendants Uber Technologies Inc. and Ottomotto LLC (collectively, “Uber”) in this matter. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Defendants’ administrative motion for an order to file under seal portions of the briefing and certain exhibits to Defendants’ Motions *in Limine* No. 23 and Waymo’s Brief in Opposition to Defendants’ Motions *in Limine* No. 23.

2. I have reviewed the following exhibits and only the portions identified below merit sealing:

Document	Portions to Be Filed Under Seal	Designating Party
DEFENDANTS’ OPENING MIL MATERIALS		
Defendants’ Motion <i>in Limine</i> No. 23 (“MIL 23”)	Highlighted Portions	Defendants (blue)
Exhibit 1	Entire Document	Defendants
Exhibit 2	Entire Document	Defendants
Exhibit 9	Highlighted Portions	Defendants (blue)
Exhibit 11	Entire Document	Plaintiff
Exhibit 15	Entire Document	Defendants
WAYMO’S OPPOSITION MATERIALS		
Exhibit A to the Declaration of Jeff Nardinelli (“Nardinelli Decl.”)	Highlighted Portions	Defendants (blue)
Exhibit B to the Nardinelli Decl.	Entire Document	Plaintiff Defendants
Exhibit C to the Nardinelli Decl.	Entire Document	Defendants
Exhibit D to the Nardinelli Decl.	Entire Document	Defendants
Exhibit E to the Nardinelli Decl.	Entire Document	Plaintiff Defendants
Exhibit F to the Nardinelli Decl.	Highlighted Portions	Defendants (blue)
Exhibit G to the Nardinelli Decl.	Highlighted Portions	Defendants (blue)
Exhibit H to the Nardinelli Decl.	Highlighted Portions	Defendants (blue)

DEFENDANTS’ MIL MATERIALS

3. The highlighted portions of MIL 23 and of Exhibit 9 and the entirety of Exhibits 1, 2, 15, contain confidential or highly confidential information regarding Uber’s LiDAR development and

1 autonomous vehicle business strategy. This information is not publicly known, and its confidentiality
 2 is strictly maintained. Disclosure of this information could allow competitors to obtain a competitive
 3 advantage over Uber by giving them details into Uber's internal development of LiDAR and business
 4 plans for autonomous ridesharing, which would allow competitors to understand Uber's LiDAR
 5 development and autonomous vehicle business strategy, and allow them to tailor their own strategy. If
 6 such information were made public, Uber's competitive standing could be significantly harmed.

7 4. The entirety of Exhibit 11 contains information that Waymo designated or
 8 considers "Confidential" and/or "Highly Confidential – Attorneys' Eyes Only" pursuant to the
 9 Protective Order in this case, or that Waymo asked Uber to file under seal.

10 **WAYMO'S OPPOSITION MATERIALS**

11 5. The blue highlighted portions of Exhibits A, F, G, and H, and the entirety of Exhibits
 12 B, C, D, and E to the Nardinelli Declaration contain confidential or highly confidential information
 13 regarding Uber's LiDAR development and autonomous vehicle business strategy. This information is
 14 not publicly known, and its confidentiality is strictly maintained. Disclosure of this information could
 15 allow competitors to obtain a competitive advantage over Uber by giving them details into Uber's
 16 internal development of LiDAR and business plans for autonomous ridesharing, which would allow
 17 competitors to understand Uber's LiDAR development and autonomous vehicle business strategy, and
 18 allow them to tailor their own strategy. If such information were made public, Uber's competitive
 19 standing could be significantly harmed.

20 6. Exhibits C and D also contain confidential terms regarding Uber's employment
 21 practices and terms of individual's employment, the disclosure of which could allow competitors
 22 to gain a competitive advantage over Uber by giving them details into Uber's employment
 23 practices, including compensation information and terms and conditions of employment.

24 7. Exhibit F also contains the names of individual employees of Uber, whose privacy
 25 could be impaired if their disclosure is made public in this case which is garnering substantial
 26 media attention.

27 8. The entirety of Exhibits B and E to the Nardinelli Declaration contain information
 28 that Waymo designated or considers "Confidential" and/or "Highly Confidential – Attorneys'

1 Eyes Only” pursuant to the Protective Order in this case, or that Waymo asked Uber to file under
2 seal.

3 9. I understand that the parties have, on at least one occasion, agreed to treat their
4 meet-and-confer correspondence as confidential under the terms of the protective order. I believe
5 Waymo is seeking to seal Exhibits B and E based on that agreement, and, pursuant to that
6 agreement, Uber also asks that Exhibits B and E be filed under seal.

7 10. Uber’s request to seal is narrowly tailored to the portions of Defendants’ motions
8 *in limine* and its supporting papers, as well as to the portions of Waymo’s briefs in opposition to
9 Defendants’ motions in limine and Waymo’s supporting papers, that merit sealing.

10 I declare under penalty of perjury that the foregoing is true and correct. Executed this
11 13th day of September, 2017 at Washington, D.C.

12
13 Dated: September 13, 2017

BOIES SCHILLER FLEXNER LLP

14 By: /s/ Martha L. Goodman
15 Martha L. Goodman

16
17
18 **ATTESTATION OF E-FILED SIGNATURE**

19 I, Karen L. Dunn, am the ECF User whose ID and password are being used to file this
20 document. In compliance with General Order 45, X.B., I hereby attest that Martha L. Goodman
21 has concurred in this filing.

22 Dated: September 13, 2017

23 /s/Karen L. Dunn
24 Karen L. Dunn